

EXHIBIT 3

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Western Division)

In re)	
)	
NDI INTERNATIONAL, INC.,)	Chapter 7
)	Case No. 02-46071-JBR
Debtor,)	
)	

**ORDER DIRECTING DISTRIBUTION OF PENSION ASSETS, APPOINTING
PLAN FIDUCIARY, AND TERMINATION OF THE PLAN**

This Court having heard arguments and after due deliberation and sufficient cause appearing therefore; it is hereby ordered that:

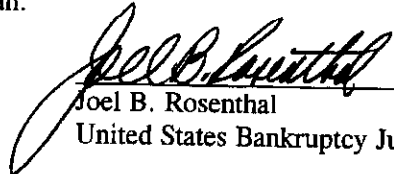
1. CAF Pension Actuary, Inc. is appointed to serve as the Independent Fiduciary of the Northeast Display, Inc. 401(k) Savings and Investment Plan (the "Plan") with plenary power to take whatever action is necessary to distribute the assets of the Plan to the participants; and to act as the Plan sponsor for the purpose of executing any documents necessary to terminate the Plan, including authority to issue a resolution on behalf of NDI, Inc. terminating the Plan.
2. All administrative fees associated with the distribution and termination of the Plan, including payment of past due amounts to CAF Pension Actuary for work already performed will be paid from the Plan.
3. The assets in Mr. Anger's individual account will remain with Manulife and not transmitted to PenChecks ^{for 60 days} pending ^{an order of the U.S. District Court on} the resolution of the United States Department of Labor's (the "Department") dispute with Mr. Anger's handling _{request for an injunction or otherwise to freeze his account concerning the Department's}

of the Plan's assets prior to NDI's filing for bankruptcy, either through a settlement with Mr. Anger or judicial decree.

4. Nothing contained in this Order shall be deemed to create, or in anyway be construed, as creating any duties, obligation, or responsibilities of the Chapter 7

Trustee with respect to the Plan.

Dated: 5/6/04


Joel B. Rosenthal
United States Bankruptcy Judge